

State of Idaho

Department of State

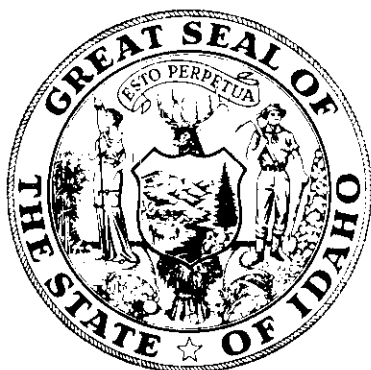
CERTIFICATE OF WITHDRAWAL OF

CONQUEST EXPLORATION COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CONQUEST EXPLORATION COMPANY for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated November 3, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Conquest Exploration Company
_____. The name which it used in Idaho is _____
Conquest Exploration Company
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is _____
4201 FM 1960 West, Suite 500, Houston, Texas 77068
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By R.A. Lydecker
R.A. Lydecker,
Its Sr. Vice President
And S.L. Walkoviak
S.L. Walkoviak
Its Assistant Treasurer

STATE OF TEXAS)
) ss:
COUNTY OF HARRIS)

I, Lorna Little, a notary public, do hereby certify that on this
30 day of October, 19 89, personally appeared
before me R.A. Lydecker, who being by me first duly sworn,
declared that he is the Sr. Vice President of _____
Conquest Exploration Company

that he signed the foregoing document as Sr. Vice President of the corporation and
that the statements therein contained are true.



LORNA LITTLE
Notary Public in and for the State of Texas
My Commission Expires July 20, 1991

Lorna Little
Notary Public